



EMD/233/415/2002- 625

January 14, 2016

The Company Secretary,  
Sui Southern Gas Company Limited,  
SSGC House, Sir Shah Suleman Road,  
Gulshan-e-Iqbal,  
Karachi.

**Subject: DIRECTION UNDER SECTION 170 OF THE COMPANIES ORDINANCE, 1984**

Dear Sir,

This is with reference to application of Sui Southern Gas Company Limited (the "Company") dated January 13, 2016 in which the Company has submitted that the audit of the financial statements for the year ended June 30, 2013 and June 30, 2014 has been completed and is in process of submission to Board Audit Committee. The Company has informed that it plans to hold its overdue Annual General Meetings for the years ended June 30, 2013 and June 30, 2014 in next month. In this context, following specific exemptions have been requested under section 170 of the Ordinance:

- (i) Exemption from issuing interim financial statements under Section 245 of the Companies Ordinance, 1984 for the quarters ended September 30, 2013 and 2014, half years ended December 31, 2013 and 2014 and nine months ended March 31, 2014 and 2015 and;
- (ii) Permission for holding single Board Audit Committee Meeting as well as Board of Directors Meeting for review and approval of Financial Statements for 2012-13 and 2013-14;
- (iii) Permission for holding of Annual General Meetings for 2012-13 and 2013-14 on a single day with a gap of few hours; and
- (iv) Permission to issue Annual Report 2014 to the Shareholders containing amongst other things the audited Financial Statements for the year ended June 30, 2014 along with the Report of the Auditors before adoption of financial Statements for the year ended June 30, 2013 by the Members in the Annual General Meeting.

2. Your attention is invited to the provision of Section 170 of the Ordinance.

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*[Handwritten signature]*



170. Power of [Commission] to call meetings. - (1) If default is made in holding the statutory meeting, annual general meeting or any extraordinary general meeting on the requisition of members in accordance with section 157, section 158 or section 159, as the case may be, the [Commission] may, notwithstanding anything contained in this Ordinance or in the article of the company, either of [its] own motion or on the application of any director or member of the company, call, or direct the calling of, the said meeting of the company in such manner as the [Commission] may think fit, and give such ancillary or consequential directions as the [Commission] thinks expedient in relation to the calling, holding and conducting of the meeting and preparation of any document required with respect to the meeting.

Explanation.- The directions that may be given under sub-section (1) may include a direction that one member of the company present in person or by proxy shall be deemed to constitute a meeting.

(2) Any meeting called, held and conducted in accordance with any such direction shall, for all purposes, be deemed to be a meeting of the company duly called, held and conducted, and all expenses incurred in connection thereto shall be paid by the company unless the [Commission] directs the same to be recovered from any officer of the company which he is hereby authorised to do.

3. In view of circumstances confronted by the Company and the aforesaid legal provision the Company is hereby allowed to hold its overdue AGMs for the year ended June 30, 2013 and June 30, 2014 on the same day.

4. Kindly note that your request for exemption from requirement of preparing quarterly accounts cannot be entertained as the same is not provided in the Ordinance.

5. This direction shall be without prejudice to the penal and civil consequences of the defaults on the part of the Company and its management in making compliance within the period laid down under section 158, 233 and 170 ibid.

**Ali Azam Ikram**  
Executive Director (Corporate Supervision Department)

SECURITIES & EXCHANGE  
COMMISSION OF PAKISTAN  
Enforcement Department  
Company Law Division  
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